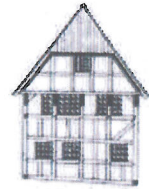


Bygnings Freenings Foreningen

Sammenslutningen af ejere, administratorer og brugere af fredede ejendomme
Association of Owners of Historic Houses in Denmark



BYFO

MEMORANDUM OF UNDERSTANDING (MOU)

Between

**THE US VIRGIN ISLANDS DEPARTMENT OF PUBLIC WORKS (DPW), THE
US VIRGIN ISLANDS DEPARTMENT OF PROPERTY & PROCUREMENT
(DPP), ON BEHALF OF THE GOVERNMENT OF THE US VIRGIN ISLANDS
and
BYFO (ASSOCIATION OF OWNERS OF HISTORIC HOUSES IN DENMARK)**

THIS MEMORANDUM OF UNDERSTANDING hereinafter referred to as the Memorandum for "In Search of Identity" and the development of the "Academy of Architecture and Building Crafts" located at the "Old Danish Barracks Yard" complex in Christiansted, St. Croix, VI, and the development of the "National Museum of the Virgin Islands" located at the "Old Danish Military Hospital" in Charlotte Amalie, St. Thomas, VI made this 22 day of September, 2016, by and between THE DEPARTMENT OF PUBLIC WORKS, of 6002 Estate Anna's Hope, Christiansted, VI, 00820, THE DEPARTMENT OF PROPERTY AND PROCUREMENT, located at Building No. 1, Third Floor Subbase, St. Thomas, Virgin Islands 00802, and The Association of Owners of Historic Houses in Denmark (BYFO) located at Borgergade 111, 1300 Copenhagen, Denmark, each a Party and collectively referred to as Parties.

Article 1. Background and Objectives

The built heritage of the Virgin Islands comprises the universal narrative of mankind. Today our historic towns and buildings constructed in the Danish architectural style bear witness to how splendid our Enslaved African craftsmen could build during this era. This heritage is not ours alone, but belongs to humanity and we have the obligation to assist in the giant task of preservation and conservation. The Transfer Centennial provides a unique opportunity to restore and utilize the neglected ruins of this shared history in order to foster in both societies a deeper, more complete understanding of a common **past**, promote educational, structural and economic revitalization in the **present** and build a solid foundation for strengthening and sustaining ancestral, cultural and commercial ties in the **future**. The identified project locations have outstanding architectural significance and are located in blighted areas and established enterprise zones in the historic districts of the Virgin Islands. This heritage is threatened and rapidly deteriorating due to neglect, apathy, and the fact the structures are not being utilized.

We agree that the goal is to build a heritage sector with the participation of skilled youth within architecture, crafts and cultural heritage preservation who can function as the maintenance and dissemination team that will manage the identified institutions in the long term. Furthermore, to disseminate 500 years of the Virgin Islands history, i.e. pre-Columbian/ Amerindian history, Colonial history primarily under Danish rule, and its recent history as a territory of the United States.

Our intention is to facilitate the complex of the "Old Danish Barracks" on Hospital Street, Christiansted to be transformed into an Academy of Architecture, Crafts and Preservation with an exhibition facility; and to facilitate the complex of the old Danish Military Hospital,

0005DPWC16

former "Jarvis School" on Hospital Street, Charlotte Amalie to be transformed into the National Museum of the Virgin Islands along with an educational facility for Arts, Conservation and Culture.

The first phase is to analyze and plan the feasibility of the projects through the execution of Town Plans in conjunction with the Economic Development Authority (Enterprise Zone Division) to facilitate charrettes, town hall and stakeholder meetings. Furthermore a collaboration will be initiated between the VI and Denmark that will facilitate a group of Danish architecture students to visit and stay in Christiansted and Charlotte Amalie for 3 weeks in February/March 2016 to complete measurement drawings and propose design solutions for the two facilities on St. Croix and St. Thomas. (Effort Completed)

The second phase is to exhibit the project drawings to garner feedback and dialogue from the community by way of town hall meetings and fora. Additionally, the Satellite Academy will open and provide courses to educate students within the project parameters.

Also included in this phase, an accountable organization or trust will be established to manage funding from abroad and locally. A private Virgin Islands attorney will be selected to set up the legal organization or trust under US law that will work in collaboration with the two local fiduciaries located on each respective island: The St. Croix Foundation (St. Croix) and The Community Foundation of the Virgin Islands (St. Thomas). This trust will consist of one board of trustees with two executive committees, one for St. Croix and one for St. Thomas. Each committee will work with their respective fiduciary to manage the fundraising, programming and accounts for each project. This will allow for 2 local community non-profit fiduciaries to solicit community support and private funding on each island respectively while still being able to do so on a Territory wide platform.

The fundraising program will be put into place on both sides of the Atlantic. The Danish funding will be deposited into the designated fiduciary agency per project on each island: The St. Croix Foundation (St. Croix) and the Virgin Islands Community Foundation (St. Thomas). The funding from the VI will also be allocated in each respective fiduciary on each island administer and realize the project programs. This trust will have members with project expertise from the USVI and from Denmark including representatives from the USVI Legislature and the University of the Virgin Islands.

Programming and building projects will be prepared to be launched in March 2017.

The third phase will involve the procurement of Architecture & Engineering (A&E) services, construction documents preparation and securing development/building permits for the projects. Once sufficient funding is obtained, construction will commence at both sites. Throughout this process, students can be involved working closely with A&E professionals so they can follow the project throughout its phases. The goal is to build fully operational facilities at the end of this process.

The fourth phase will be to transfer the sustainable facilities to the entities that will manage the operation of the Academy of Architecture and The National Museum of Virgin Islands.

Operational and maintenance plans will be created to ensure these rebuilt historic landmarks will be adequately maintained and have operational endowments for the many years to come.

THE PARTIES:

The Department of Public Works (DPW) is a department of the US Virgin Islands Government that is responsible for the construction project execution. DPW is the project manager that will ensure the above phases will be realized.

The Department of Property & Procurement (DPP) is a department of the US Virgin Islands Government that is responsible for ownership of the actual sites and is responsible for the transfer of Government owned properties.

DPP will be represented in the above mentioned new trust.

The Association of Owners of Historic Houses in Denmark (BYFO) is the project owner from the Danish side. BYFO manages the fundraising program, the collaboration parties on the Danish side, the public relations and BYFO will be represented in the above mentioned trust.

WHEREAS, the US Virgin Islands in 2017 will commemorate its transfer from Denmark to the USA in 1917 and the parties in both the Virgin Islands and Denmark have jointly entered into a Memorandum of Understanding (MOU) to collaborate on the Centennial Project entitled: "In Search of Identity" comprised of fundraising on both sides to create important cultural institutions in historic former Danish buildings.

WHEREAS, the built heritage of the US Virgin Islands and former Danish West Indies is unique to humanity and should be preserved for future generations, because of its beauty, its magnitude and its testimony of land use and architecture, functionality and utility, power and expression of former oppression of Enslaved Africans.

WHEREAS, the people of the Virgin Islands and Denmark share this tangible heritage that was created over 250 years of shared colonial history.

WHEREAS, this heritage is threatened and rapidly deteriorating due to neglect, apathy, and lack of functionality (purpose) and investment.

WHEREAS, this cultural heritage of the built environment is of outstanding universal value and worthy of preservation by the people of the Virgin Islands and with the support of the Kingdom of Denmark and the United States should be protected for the people of the Virgin Islands and its visitors.

WHEREAS, a delegation from US Virgin Islands consisting of Senator Myron D. Jackson, project architect Gerville Larsen and Centennial Commission Chairwoman Mrs. Pamela

Richards-Samuel visited Denmark in November 2015 where they discussed the program on a government level, and a delegation from Denmark consisting of architect Ulla Lunn, architect/professor Mogens Morgen (Aarhus School of Architecture), architect/professor Christoffer Harling (The Royal Danish Academy of Architecture) and architect/professor Thomas Kampmann (The Royal Academy of Architecture) visited the US Virgin Islands in November 2015 and discussed the program on a government level and with the University of the Virgin Islands and agreed upon the outline of this Memorandum of Understanding.

WHEREAS, parties on both sides have jointly entered into a Memorandum of Understanding (MOU) to establish an Academy of Architecture and Building Crafts as a school of UVI at the "Old Barracks" in Christiansted that will provide the framework for the architecture, conservation and heritage dissemination, including an exhibition facility, and a school for the training of craftsmen, so that future generations can have the knowledge to take care of VI historic buildings.

WHEREAS, the parties have jointly entered into a Memorandum of Understanding (MOU) to establish A National Museum of the Virgin Islands at the "Old Danish Military Hospital" in Charlotte Amalie, St. Thomas to disseminate 500 years of the Virgin Islands history, i.e. pre-Columbian/ Amerindian history, colonial history primarily under Danish rule, and recent history as a Territory of the United States of America.

WHEREAS, the Virgin Islands Department of Public Works through its Commissioner Gustav James, and the Danish Association of Historic Buildings, Chairwoman Birthe Iuel (BYFO) agree to create a platform for cooperation and fundraising on both sides of the Atlantic.

WHEREAS, Senator Myron D. Jackson has committed himself to sponsor and introduce legislation for soliciting support in finding matching funds from the VI Government that will allow the program to commence and develop.

WHEREAS, the Trust will ensure the funding sources from abroad go to each project equally on each island as administered through the designated fiduciaries: the St. Croix Foundation for the St. Croix project and the Community Foundation of the Virgin Islands for the St. Thomas project in order to maximize positive community results for both projects.

WHEREAS, DPW is in charge of maintaining and improving Government buildings and infrastructure of the Historic Towns and is committed to providing safe, practical, efficient, economically and environmentally sound infrastructure that is well designed, constructed and maintained in accordance with recognized regional and international codes and standards and is in harmony with the Territory's social and economic goals.

WHEREAS, The University of the Virgin Islands (UVI) represented by Dr. Haldane Davies has committed UVI (in a letter dated October 22nd 2015) to collaborate on the

implementation and execution of both Centennial projects, and is fully committed to preserving the history and culture of the Virgin Islands.

WHEREAS, UVI is committed to engaging in opportunities that foster the growth and development of the students of the Virgin Islands and Territory as a whole.

WHEREAS, UVI is willing to offer their support and collaboration in facilitating the execution and management of each educational institutional facility and is committed to the success and long term sustainability of each project.

WHEREAS, DPW in collaboration with DPP, EDA, The Department of Planning and Natural Resources (DPNR) and other agencies and departments have reviewed a variety of sites to identify the preferred location for the establishment of the Academy of Architecture & Building Arts Academy – leading to a proposed location in Christiansted, St. Croix at Hospitalsgade 21, 22 and 23.

WHEREAS, DPW in collaboration with DPP, EDA and other agencies and departments have reviewed a variety of sites to identify the preferred location for the establishment of the National Museum of the Virgin Islands and School of Art Conservation and Museum Sciences in Charlotte Amalie, St. Thomas at parcels No. 20, 21, 22, 23 and 24 Prindsens Gade, parcel No. 21, 22, 23B Hospital Line Kings Quarter and the purchase of parcels No.14, 15, 16 Kongensgade.

WHEREAS, the parties have agreed to enter into a Memorandum of Understanding (hereinafter, “the MOU”) which would establish areas of functional cooperation and collaboration as per the terms of the MOU; and have agreed to collaborate on many matters regarding the establishment of these important cultural centers for the Virgin Islands.

WHEREAS, the parties are committed to the terms of the MOU:

AND NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. General Obligations of the Parties

1. The parties agree upon the project outlined above to be an equal partnership outlined in organization, fundraising and creation of the facilities.
2. The parties agree on the proposed building schemes and both Danish Schools of Architecture agree to share their drawings/ intellectual property to be utilized for the development of these building schemes. In late October, 2016 the project drawings will be presented at BYFO, Borgergade 111, Copenhagen, and on both islands of St. Thomas and St. Croix, Virgin Islands so as to garner community support and excitement for the project and to begin to solicit the support of potential sponsors.

3. The parties agree upon a 50-50% collaboration project that will be guided by a series of designated milestones. Milestones will be comprised of a phase of programming, a phase of building activities, a phase of dissemination and a phase of fundraising. The milestones should be managed so that each percentage of funding raised should be equivalent to the percentage of the project realized.
4. The parties agree on the designated scope of tasks under the project and completion of the project over a 5 year timeline.
5. The parties agree on the defined fundraising strategy. The parties agree upon a cooperative project that in principle should be financed 50-50 between the VI and Denmark. BYFO will fundraise in Denmark and the goal is 10 million US Dollars to be shared equally between the two sites on both islands. Senator Jackson, partners and other stakeholders will fundraise in the USVI and the goal is 10 million US Dollars, distributed equally between the two institutions on both islands, with a smaller share allocated to St. John at a later date. Also, the funding from the USVI will account for designated endowment funding to support the long term sustainability/maintenance of both institutions.
6. The parties agree that maintenance plans will be put in place and adhered to for both facilities in order to ensure the long term sustainability of each institution.
7. The parties agree to respond to the following items in a forthcoming Memorandum of Agreement (MOA) once we have the written agreement of all parties included in this MOU:
 1. The legal structure to be created
Once the Parties have agreed to move forward, and finances have been secured, the parties form a Trust (under US Law). Its financial foundation will be the contributions from the sponsors. The detailed laws and organization are to be developed in cooperation between the parties after this MOU.
 2. Governing bodies
 3. The expected size of the investment
 4. The administration of the funds
 5. What to do if the project runs short
 6. How disputes will be resolved
 7. How tenders, contractors, payments etc. will be executed? Who will have the right to be invited to put in bids (Danish, USVI-companies, US-mainland contractors etc.?)
 8. Procurement
 9. The detailed laws and organization are to be developed in cooperation between the parties after this MOU.

2. Publicity and Confidentiality

6.1 Each of the parties shall, and shall cause its agents, representatives, officers, directors, employees and advisers, to maintain in confidence and not disclose to any third party (a) the terms of this MOU, (b) the fact that discussions are taking place between the parties or (c) the nature or status of such discussions, except where disclosure is or may be required by law, in which case the parties shall use their commercially reasonable best efforts to agree in advance on the nature and extent of such disclosure.

After signing the MOU and before February 1st 2017 the parties can develop a set of standard operating procedures. An outline of the new Trust can then be signed, and a binding Memorandum of Agreement will be written between the parties and signed by the University of the Virgin Islands and by the Aarhus School of Architecture and the Royal Academy of Fine Arts, School of Architecture and other relevant parties.

3. Enforceability

This MOU establishes a framework for voluntary cooperation between parties on both sides which is deemed by each to be in their respective best interests and which will result in desirable outcomes for each agency. Nothing herein shall be construed as establishing or imposing on any legal obligations on the other party, except as explicitly stated above, nor is the execution of this MOU to be construed as an acceptance of any liability for any action contemplated by the MOU, either on the part of the respective agencies, or their employees, agents and assignees.

4. No Joint Venture

Except as otherwise expressly set forth herein, no agency, partnership, joint venture, or employment relationship shall be created or inferred by the existence or performance of this MOU, and none of the parties shall have any authority to bind the other in any respect whatsoever. Nothing in this MOU is intended or will be construed to confer upon or to give to any third party any rights or remedies by virtue hereof.

5. Entire Agreement

This MOU constitutes the entire agreement between the parties hereto, and all prior understandings or communications, written or oral, with respect to the matters contained herein are merged herein.

6. Governing Laws and Resolution of Disputes

10.1 This MOU shall be governed by and interpreted and construed in accordance with the internal, substantive laws of the Virgin Islands of the United States.

10.2 Where a dispute arises out of this MOU, both parties shall agree to act in good faith and make reasonable efforts to resolve the matter.

7. Independent Contractor

BYFO and DPW each agree that their designees and assignees are acting as independent contractors and not as an agent, partner, employee or joint venture party of the other party to this MOU.

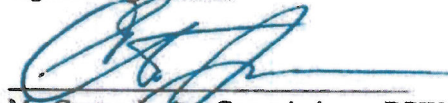
8. Expenses

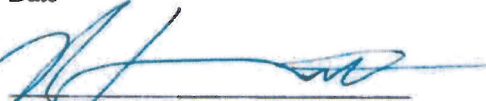
Except as may otherwise be agreed in writing, each party shall bear their own expenses in connection with all matters contemplated by this Agreement.

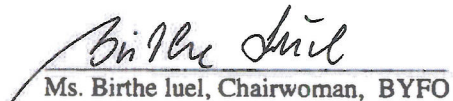
9. Execution


Each of the persons below executing this document warrants and represents to the other that he/she has the capacity and authority to enter into this Agreement and that in doing so; he/she is not in violation of any other contract or obligation whatsoever.


Signed in agreement:



Mr. Gustav James, Commissioner, DPW
9/23/2016
Date


Mr. Randolph Bennett, Commissioner, DPP
9/22/16
Date 29-9-2016


Ms. Birthe Iuel, Chairwoman, BYFO
Date


Witness
9/23/2016
Date


Witness
9-22-16
Date 29-9-2016


Witness
Date